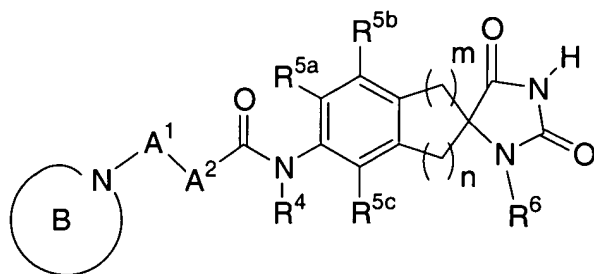


Amendments to the Claims:

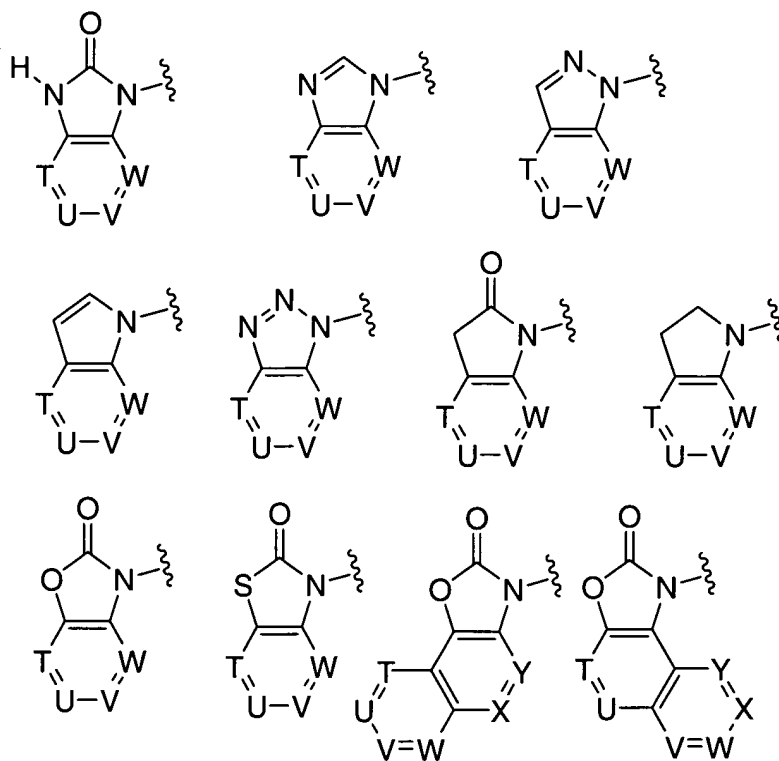
1. (original) A compound of the formula I:



I

wherein:

B is a bicycloheterocycle selected from the group consisting of:



where T, U, V, W, X and Y are each independently a carbon atom or a nitrogen atom wherein no more than two of T, U, V and W, and no more than three of T, U, V, W, X and Y, are a nitrogen atom,

where B is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R¹, R², R^{3a} and R^{3b}, wherein

R¹, R², R^{3a} and R^{3b} are independently selected from:

(1) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:

- (a) halo,
- (b) hydroxy,
- (c) -O-C₁₋₆alkyl,
- (d) -C₃₋₆cycloalkyl,
- (e) phenyl or heterocycle, wherein heterocycle is selected from: pyridyl, pyrimidinyl, pyrazinyl, pyridazinyl, piperidinyl, piperazinyl, pyrrolidinyl, thienyl, or morpholinyl,

which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (i) -C₁₋₆alkyl,
 - (ii) -O-C₁₋₆alkyl,
 - (iii) halo,
 - (iv) hydroxy,
 - (v) trifluoromethyl, and
 - (vi) -OCF₃,
- (f) -CO₂R⁹, wherein R⁹ is independently selected from:
- (i) hydrogen,
 - (ii) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6 fluoro,
 - (iii) -C₃₋₆cycloalkyl,
 - (iv) benzyl, and
 - (v) phenyl,
- (g) -NR¹⁰R¹¹, wherein R¹⁰ and R¹¹ are independently selected from:
- (i) hydrogen,

- (ii) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6
fluoro,
 - (iii) -C₅₋₆cycloalkyl,
 - (iv) benzyl,
 - (v) phenyl,
 - (vi) -COR⁹, and
 - (vii) -SO₂R¹²,
- (h) -SO₂R¹², wherein R¹² is independently selected from:
- (i) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6
fluoro,
 - (ii) -C₅₋₆cycloalkyl,
 - (iii) benzyl, and
 - (iv) phenyl,
- (i) -CONR^{10a}R^{11a}, wherein R^{10a} and R^{11a} are independently selected
from:
- (i) hydrogen,
 - (ii) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6
fluoro,
 - (iii) -C₅₋₆cycloalkyl,
 - (iv) benzyl,
 - (v) phenyl,
- or where R^{10a} and R^{11a} may be joined together to form a ring selected
from azetidiny, pyrrolidiny, piperidiny, piperaziny, or morpholiny,
which is unsubstituted or substituted with 1-5 substituents where the
substituents are independently selected from:
- (I) -C₁₋₆alkyl
 - (II) -O-C₁₋₆alkyl
 - (III) halo
 - (IV) hydroxy
 - (V) phenyl, and
 - (VI) benzyl,
- (j) trifluoromethyl,
- (k) -OCO₂R⁹,

- (l) $-(NR^{10a})CO_2R^9$,
 - (m) $-O(CO)NR^{10a}R^{11a}$,
 - (n) $-(NR^9)(CO)NR^{10a}R^{11a}$, and
 - (o) $-O-C_3-6cycloalkyl$,
- (2) $-C_3-6cycloalkyl$, which is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:
- (a) halo,
 - (b) hydroxy,
 - (c) $-O-C_1-6alkyl$,
 - (d) trifluoromethyl,
 - (e) phenyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (i) $-C_1-6alkyl$,
 - (ii) $-O-C_1-6alkyl$,
 - (iii) halo,
 - (iv) hydroxy, and
 - (v) trifluoromethyl,
- (3) phenyl or heterocycle, wherein heterocycle is selected from: pyridyl, pyrimidinyl, pyrazinyl, thienyl, pyridazinyl, pyrrolidinyl, azetidyl, thiazolyl, isothiazolyl, oxazolyl, isoxazolyl, imidazolyl, triazolyl, tetrazolyl, azepinyl, benzimidazolyl, benzopyranyl, benzofuryl, benzothiazolyl, benzoxazolyl, chromanyl, furyl, imidazolinyl, indolinyl, indolyl, quinolinyl, isoquinolinyl, tetrahydroquinolinyl, isoindolinyl, tetrahydroisoquinolinyl, 2-oxopiperazinyl, 2-oxopiperidinyl, 2-oxopyrrolidinyl, pyrazolidinyl, pyrazolyl, pyrrolyl, quinazolinyl, tetrahydrofuryl, thiazolinyl, purinyl, naphthyridinyl, quinoxalinyl, 1,3-dioxolanyl, oxadiazolyl, piperidinyl, tetrahydropyranyl, tetrahydrothienyl, tetrahydrothiopyranyl, and morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
- (a) $-C_1-6alkyl$, which is unsubstituted or substituted with 1-6 fluoro,
 - (b) halo,
 - (c) hydroxy,
 - (d) $-O-C_1-6alkyl$, which is unsubstituted or substituted with 1-6 fluoro,

- (e) -C₃₋₆cycloalkyl,
- (f) phenyl or heterocycle, wherein heterocycle is selected from: pyridyl, pyrimidinyl, pyrazinyl, thienyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (i) -C₁₋₆alkyl,
 - (ii) -O-C₁₋₆alkyl,
 - (iii) halo,
 - (iv) hydroxy, and
 - (v) trifluoromethyl,
- (g) -CO₂R⁹,
- (h) -(CO)R⁹,
- (i) -NR¹⁰R¹¹,
- (j) -CONR¹⁰R¹¹,
- (k) oxo
- (l) -SR¹²,
- (m) -S(O)R¹², and
- (n) -SO₂R¹²,
- (4) halo,
- (5) oxo,
- (6) hydroxy,
- (7) -O-C₁₋₆alkyl, which is unsubstituted or substituted with 1-5 halo,
- (8) -CN,
- (9) -CO₂R⁹,
- (10) -NR¹⁰R¹¹,
- (11) -SO₂R¹²,
- (12) -CONR^{10a}R^{11a},
- (13) -OCO₂R⁹,
- (14) -(NR^{10a})CO₂R⁹,
- (15) -O(CO)NR^{10a}R^{11a},
- (16) -(NR⁹)(CO)NR^{10a}R^{11a},
- (17) -(CO)-(CO)NR^{10a}R^{11a}, and
- (18) -(CO)-(CO)OR⁹;

or where R^{3a} and R^{3b} and the carbon atom(s) to which they are attached may be joined together to form a ring selected from cyclobutyl, cyclopentyl, cyclohexyl, cyclopentenyl, cyclohexenyl, azetidiny, pyrrolidiny, piperidiny, tetrahydrofuranyl, tetrahydropyranyl, furanyl, dihydrofuranyl, dihydropyranyl, thienyl, dihydrothienyl, tetrahydrothienyl, dihydrothiopyranyl, tetrahydrothiopyranyl or piperazinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

(a) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-3 substituents

where the substituents are independently selected from:

- (i) halo,
- (ii) hydroxy,
- (iii) -O-C₁₋₆alkyl,
- (iv) -C₃₋₆cycloalkyl,
- (v) phenyl or heterocycle, wherein heterocycle is selected from: pyridyl, pyrimidinyl, pyrazinyl, pyridazinyl, piperidiny, piperazinyl, pyrrolidiny, thienyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (I) -C₁₋₆alkyl,
 - (II) -O-C₁₋₆alkyl,
 - (III) halo,
 - (IV) hydroxy,
 - (V) trifluoromethyl, and
 - (VI) -OCF₃,
- (vi) -CO₂R⁹,
- (vii) -NR¹⁰R¹¹,
- (viii) -SO₂R¹²,
- (ix) -CONR^{10a}R^{11a}, and
- (x) -(NR^{10a})CO₂R⁹,

(b) phenyl or heterocycle, wherein heterocycle is selected from: pyridyl, pyrimidinyl, pyrazinyl, thienyl, pyridazinyl, pyrrolidiny, azetidiny, piperidiny and morpholinyl, which is unsubstituted or substituted with

1-3 substituents where the substituents are independently selected from:

- (i) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6 fluoro,
- (ii) halo,
- (iii) hydroxy,
- (iv) -O-C₁₋₆alkyl, which is unsubstituted or substituted with 1-6 fluoro, and
- (v) -C₃₋₆cycloalkyl,
- (c) halo,
- (d) -SO₂R¹²,
- (e) hydroxy,
- (f) -O-C₁₋₆alkyl, which is unsubstituted or substituted with 1-5 halo,
- (g) -CN,
- (h) -COR¹²,
- (i) -NR¹⁰R¹¹,
- (j) -CONR^{10a}R^{11a},
- (k) -CO₂R⁹,
- (l) -(NR^{10a})CO₂R⁹,
- (m) -O(CO)NR^{10a}R^{11a},
- (n) -(NR⁹)(CO)NR^{10a}R^{11a}, and
- (o) oxo;

A¹ and A² are independently selected from:

- (1) a bond,
- (2) -CR¹³R¹⁴-, wherein R¹³ and R¹⁴ are independently selected from:
 - (a) hydrogen,
 - (b) C₁₋₆ alkyl, which is unsubstituted or substituted with 1-6 fluoro, and
 - (c) hydroxy,or wherein one of A¹ and A² is absent;

R⁴ is selected from:

- (1) hydrogen,

- (2) C₁₋₆ alkyl, which is unsubstituted or substituted with 1-6 fluoro,
- (3) C₅₋₆ cycloalkyl,
- (4) benzyl, and
- (5) phenyl;

R^{5a}, R^{5b} and R^{5c} are independently selected from:

- (1) hydrogen,
- (2) C₁₋₆ alkyl,
- (3) -O-C₁₋₆alkyl,
- (4) -OCF₃,
- (5) trifluoromethyl,
- (6) halo,
- (7) hydroxy, and
- (8) -CN;

R⁶ is selected from:

- (1) hydrogen,
- (2) -C₁₋₆alkyl or -C₃₋₆cycloalkyl which are unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from:
 - (a) halo,
 - (b) hydroxy,
 - (c) -O-C₁₋₆alkyl,
 - (d) -C₃₋₆cycloalkyl,
 - (e) phenyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (i) -C₁₋₆alkyl,
 - (ii) -O-C₁₋₆alkyl,
 - (iii) halo,
 - (iv) hydroxy, and
 - (v) trifluoromethyl,
 - (f) -CO₂R⁹,
 - (g) -NR¹⁰R¹¹,
 - (h) -CONR¹⁰R¹¹,

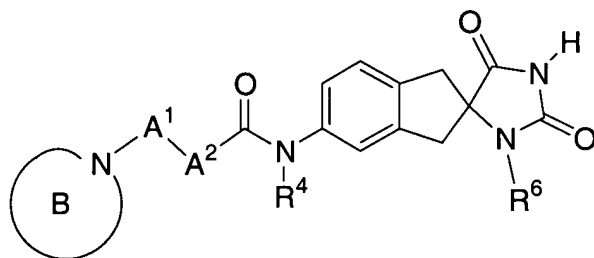
- (i) $-\text{SO}_2\text{R}^{12}$, and
- (j) trifluoromethyl
- (3) phenyl or heterocycle, wherein heterocycle is selected from: pyridyl, pyrimidinyl, pyrazinyl, thienyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (a) $-\text{C}_{1-6}$ alkyl,
 - (b) $-\text{O}-\text{C}_{1-6}$ alkyl,
 - (c) halo,
 - (d) hydroxy, and
 - (e) trifluoromethyl;

m is 1 or 2;

n is 1 or 2;

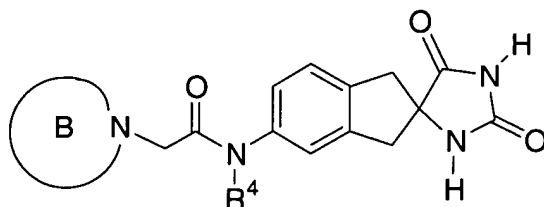
and pharmaceutically acceptable salts thereof and individual enantiomers and diastereomers thereof.

2. (original) The compound of Claim 1 of the formula:



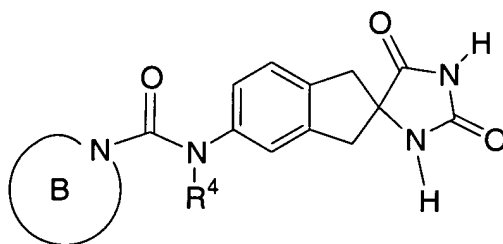
and pharmaceutically acceptable salts thereof and individual enantiomers and diastereomers thereof.

3. (original) The compound of Claim 1 of the formula:



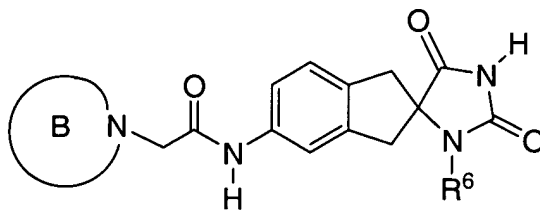
and pharmaceutically acceptable salts thereof and individual enantiomers and diastereomers thereof.

4. (original) The compound of Claim 1 of the formula:



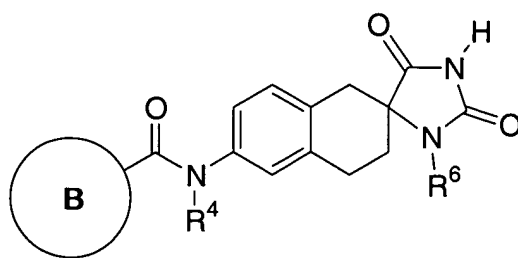
and pharmaceutically acceptable salts thereof and individual enantiomers and diastereomers thereof.

5. (original) The compound of Claim 1 of the formula:



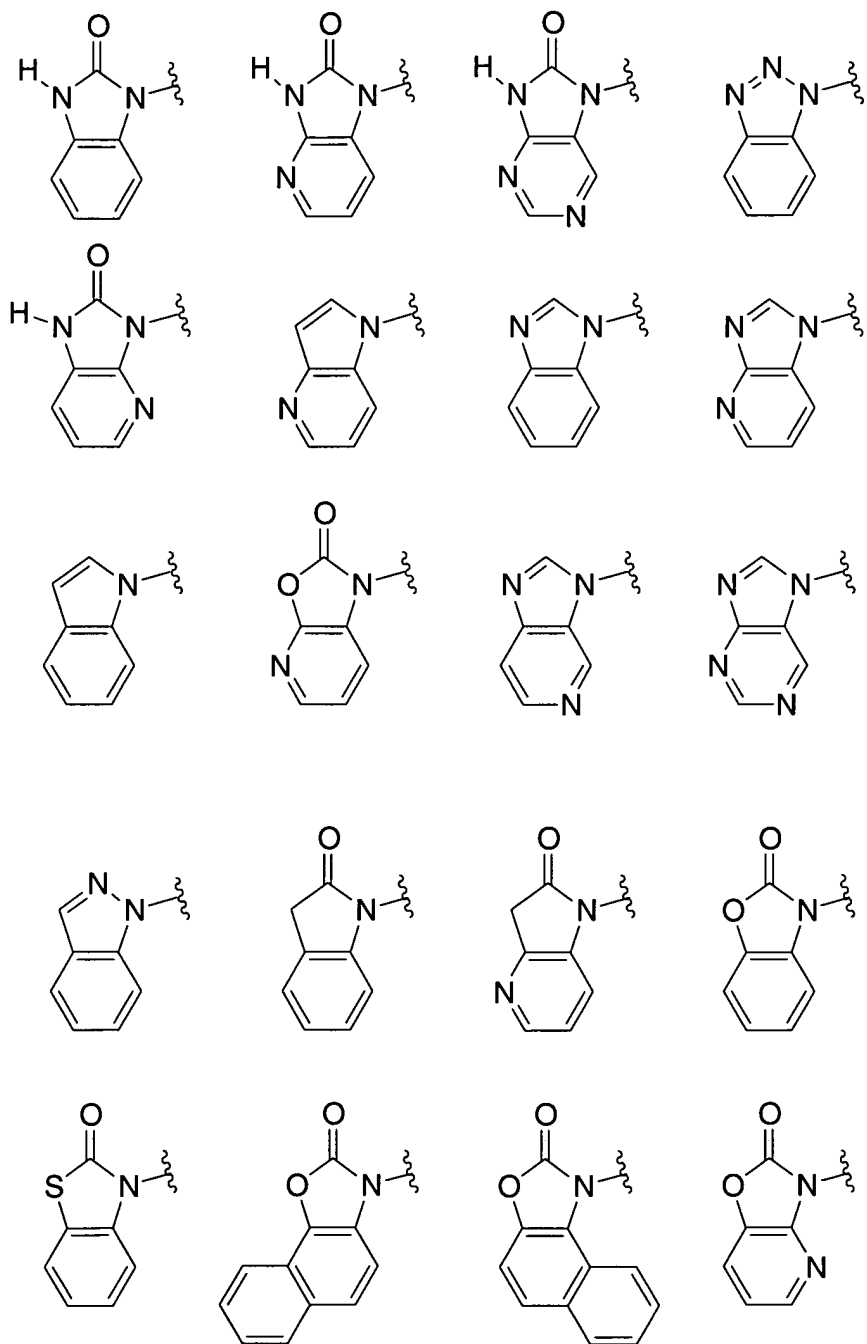
and pharmaceutically acceptable salts thereof and individual enantiomers and diastereomers thereof.

6. (original) The compound of Claim 1 of the formula:



and pharmaceutically acceptable salts thereof and individual enantiomers and diastereomers thereof.

7. (currently amended) The compound of Claim 1, wherein B is selected from:



where B is unsubstituted or substituted with 1-5 substituents selected from R¹, R², R^{3a} and R^{3b},

and pharmaceutically acceptable salts thereof and individual enantiomers and diastereomers thereof.

8. (original) The compound of Claim 1, wherein B is selected from benzimidazolyl, 2-oxobenzoxazolyl, 2-oxobenzimidazolyl, indolyl, 2-oxoindolyl, 2-oxobenzothiazolyl, 1,3-dihydro-2*H*-imidazo[4,5-*b*]pyridine-2-one, naphtho[2,1-*d*][1,3]oxazolin-2(3*H*)-one and naphtho[1,2-*d*][1,3]oxazolin-2(1*H*)-one.

9. (original) The compound of Claim 1, wherein R¹, R², R^{3a} and R^{3b} are independently selected from:

- (1) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (a) fluoro,
 - (b) phenyl or heterocycle, wherein heterocycle is selected from: pyridyl, pyrimidinyl, pyrazinyl, pyridazinyl, piperidinyl, piperazinyl, pyrrolidinyl, thienyl, or morpholinyl,
 - (c) -CO₂R⁹, wherein R⁹ is independently selected from:
 - (i) hydrogen, and
 - (ii) -C₁₋₆alkyl,
 - (d) -CONR^{10a}R^{11a}, wherein R^{10a} and R^{11a} are independently selected from:
 - (i) hydrogen, and
 - (ii) -C₁₋₆alkyl,or where R^{10a} and R^{11a} may be joined together to form a ring selected from azetidyl, pyrrolidinyl, piperidinyl, piperazinyl, and morpholinyl, and
 - (e) -O-C₃₋₆cycloalkyl,
- (2) phenyl or heterocycle, wherein heterocycle is selected from: pyridyl, pyrimidinyl, pyrazinyl, thienyl, pyridazinyl, pyrrolidinyl, thiazolyl, isothiazolyl, 2-oxopyrrolidinyl, tetrahydrofuryl, piperidinyl, tetrahydrothienyl,

or tetrahydrothiopyranyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:

- (a) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-3 fluoro
 - (b) halo,
 - (c) -CO₂R⁹, wherein R⁹ is selected from:
 - (i) hydrogen,
 - (ii) -C₁₋₄alkyl, and
 - (iii) -C₃₋₆cycloalkyl,
 - (d) -(CO)R⁹,
 - (e) -CONR^{10a}R^{11a}, wherein R^{10a} and R^{11a} are independently selected from:
 - (i) hydrogen, and
 - (ii) -C₁₋₆alkyl,or where R^{10a} and R^{11a} may be joined together to form a ring selected from azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, and morpholinyl,
 - (f) -O-C₁₋₆alkyl, which is unsubstituted or substituted with 1-3 fluoro,
 - (g) hydroxy,
 - (h) oxo,
 - (i) -S-C₁₋₄alkyl,
 - (j) -S(O)-C₁₋₄alkyl, and
 - (k) -SO₂-C₁₋₄alkyl,
- (3) halo,
 - (4) hydroxy,
 - (5) -O-C₁₋₆alkyl, which is unsubstituted or substituted with 1-3 fluoro,
 - (6) -NH₂,
 - (7) -C₃₋₆cycloalkyl,
 - (8) -(CO)-(CO)NR^{10a}R^{11a}, wherein R^{10a} and R^{11a} are independently selected from:
 - (a) hydrogen, and
 - (b) -C₁₋₆alkyl, and
 - (9) -CN.

10. (original) The compound of Claim 1, wherein R¹ and R² are independently selected from:

- (1) -C₁₋₄alkyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (a) fluoro,
 - (b) phenyl,
 - (c) -CO₂R⁹, wherein R⁹ is independently selected from:
 - (i) hydrogen, and
 - (ii) -C₁₋₄alkyl,
 - (d) -CONR^{10a}R^{11a}, wherein R^{10a} and R^{11a} are independently selected from:
 - (i) hydrogen, and
 - (ii) -C₁₋₄alkyl,or where R^{10a} and R^{11a} may be joined together to form a ring selected from azetidiny, pyrrolidiny, piperidiny, piperaziny, and morpholiny, and
 - (e) -O-C₃₋₆cycloalkyl,
- (2) phenyl or heterocycle, wherein heterocycle is selected from: pyridyl, pyrimidinyl, pyrazinyl, thienyl, pyridazinyl, pyrrolidinyl, thiazolyl, tetrahydrofuryl, piperidinyl, or tetrahydrothienyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (a) -C₁₋₄alkyl, which is unsubstituted or substituted with 1-3 fluoro
 - (b) halo,
 - (c) -CO₂R⁹, wherein R⁹ is selected from:
 - (i) hydrogen,
 - (ii) -C₁₋₄alkyl, and
 - (iii) -C₃₋₆cycloalkyl,
 - (d) -(CO)R⁹,
 - (e) -CONR^{10a}R^{11a}, wherein R^{10a} and R^{11a} are independently selected from:
 - (i) hydrogen, and
 - (ii) -C₁₋₄alkyl,

- (f) -O-C₁₋₄alkyl, which is unsubstituted or substituted with 1-3 fluoro,
 - (g) hydroxy,
 - (h) oxo
 - (i) -S-C₁₋₄alkyl,
 - (j) -S(O)-C₁₋₄alkyl, and
 - (k) -SO₂-C₁₋₄alkyl,
- (3) halo,
- (4) hydroxy,
- (5) -O-C₁₋₄alkyl, which is unsubstituted or substituted with 1-3 fluoro,
- (6) -NH₂,
- (7) -C₃₋₆cycloalkyl,
- (8) -(CO)-(CO)NR^{10a}R^{11a}, wherein R^{10a} and R^{11a} are independently selected from:
- (a) hydrogen, and
 - (b) -C₁₋₄alkyl, and
- (9) -CN.

11. (original) The compound of Claim 1, wherein R^{3a} and R^{3b} and the carbon atom(s) to which they are attached are joined together to form a ring selected from piperidinyl, cyclohexenyl, cyclohexyl and pyrrolidinyl, which is unsubstituted or substituted with 1-3 substituents independently selected from:

- (a) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-3 substituents independently selected from:
 - (i) halo, and
 - (ii) phenyl,
- (b) phenyl or heterocycle, wherein heterocycle is selected from: pyridyl, pyrimidinyl and pyrazinyl,
- (c) -CO₂R⁹, wherein R⁹ is selected from:
 - (i) hydrogen, and
 - (ii) -C₁₋₄alkyl.

12. (original) The compound of Claim 1, wherein R^{3a} and R^{3b} and the carbon atom(s) to which they are attached are joined together to form a piperidine ring,

which is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from:

- (a) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from:
 - (i) fluoro, and
 - (ii) phenyl,
- (b) -CO₂-C₁₋₄alkyl.

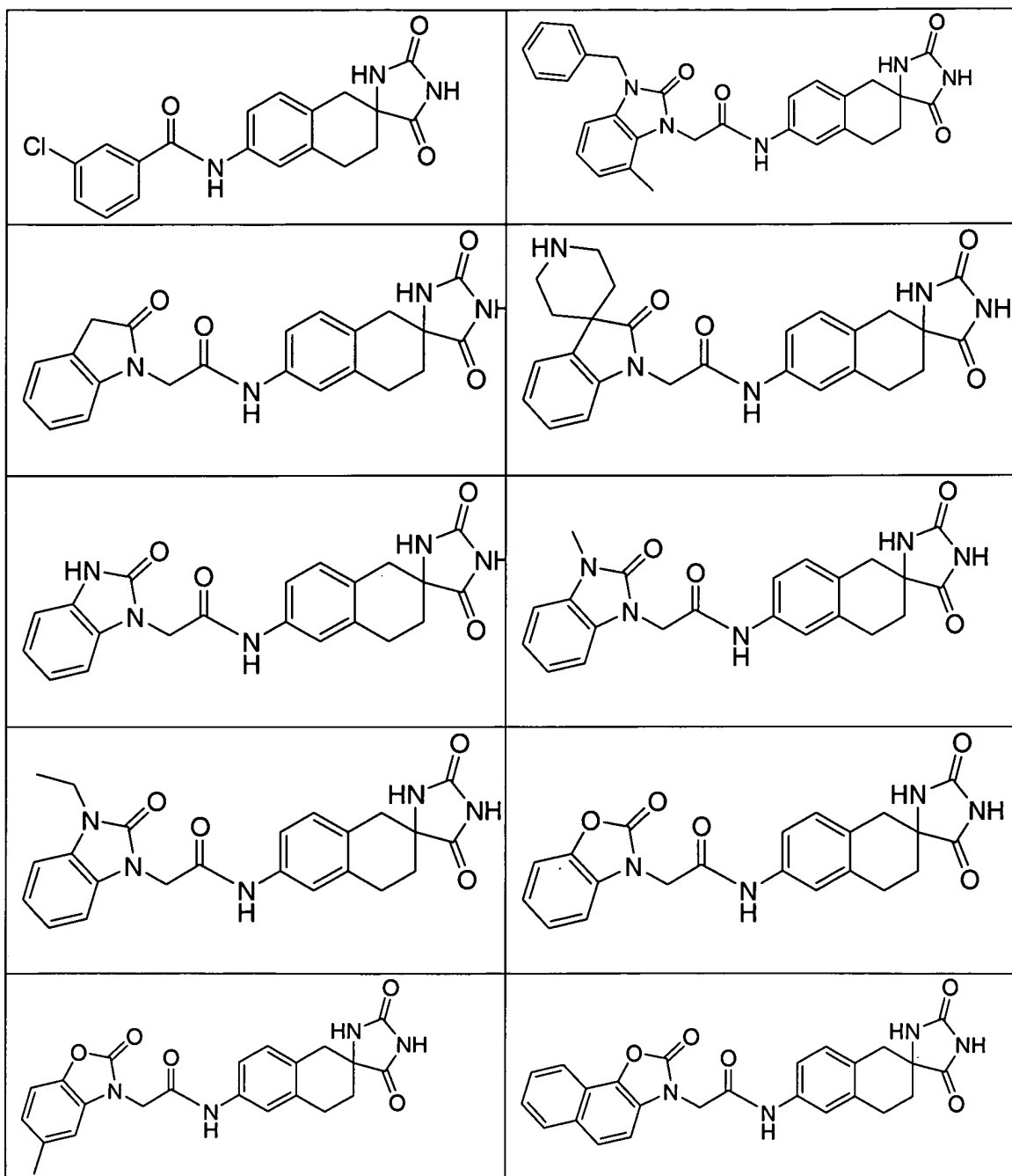
13. (original) The compound of Claim 1, wherein R⁴ is selected from: hydrogen and -C₁₋₆alkyl, which is unsubstituted or substituted with fluoro.

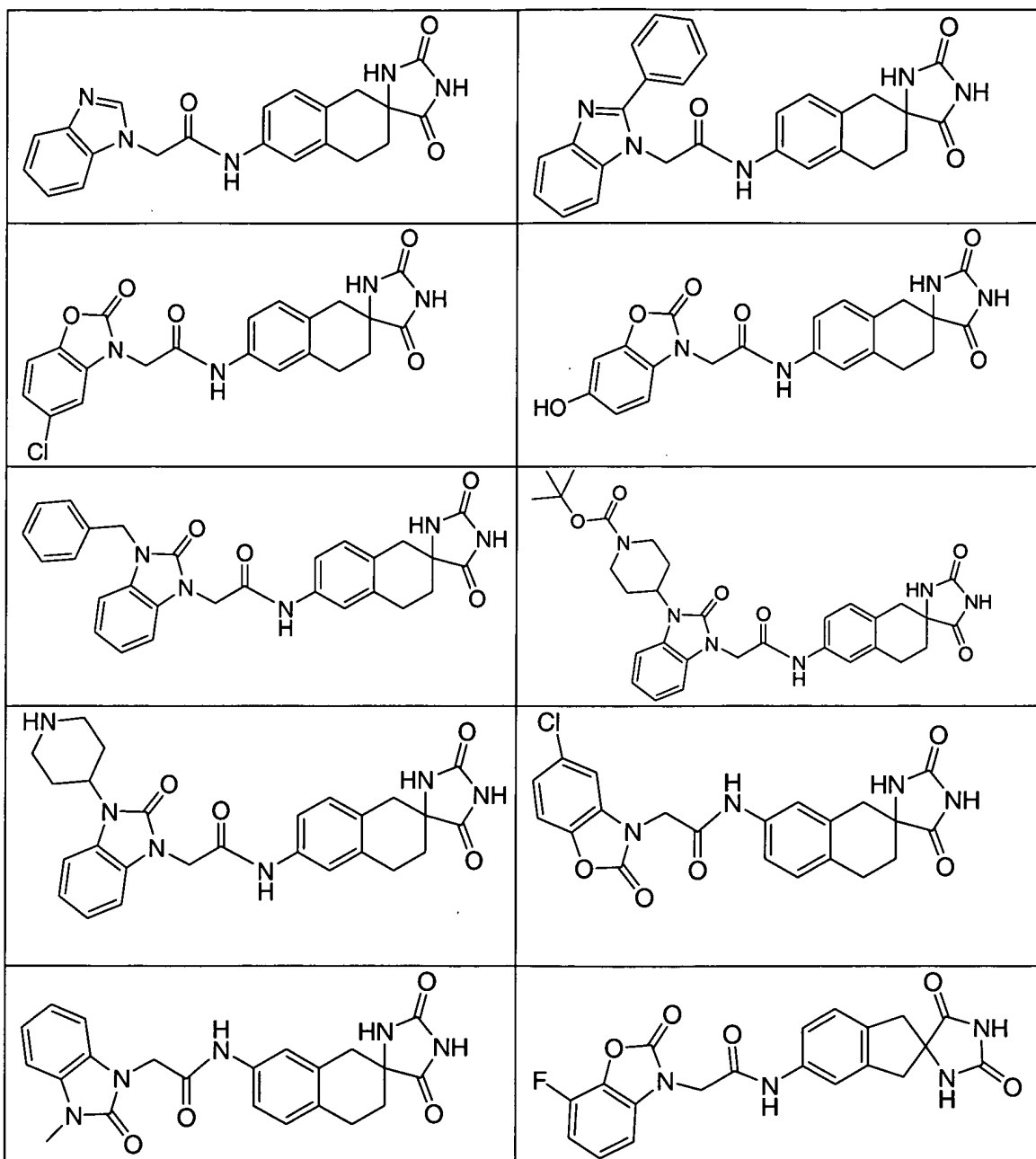
14. (original) The compound of Claim 1, wherein R^{5a}, R^{5b} and R^{5c} are independently selected from hydrogen, C₁₋₆alkyl and halo.

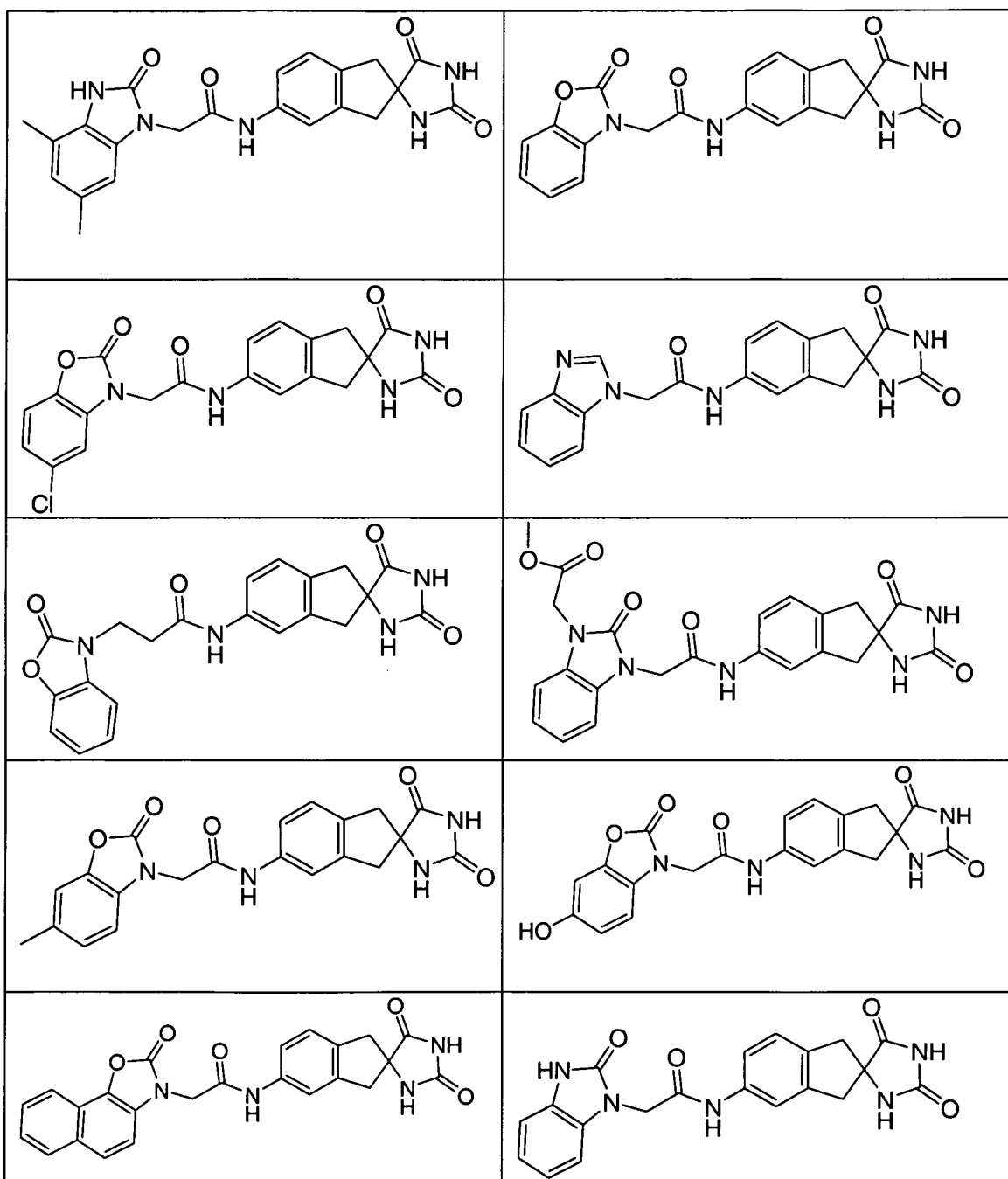
15. (original) The compound of Claim 1, wherein R⁶ is selected from:
- (1) hydrogen,
 - (2) -C₁₋₄alkyl which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from:
 - (a) halo,
 - (b) hydroxy,
 - (c) -C₃₋₆cycloalkyl, and
 - (d) phenyl, and
 - (3) phenyl or heterocycle, wherein heterocycle is selected from: pyridyl, pyrimidinyl, or pyrazinyl.

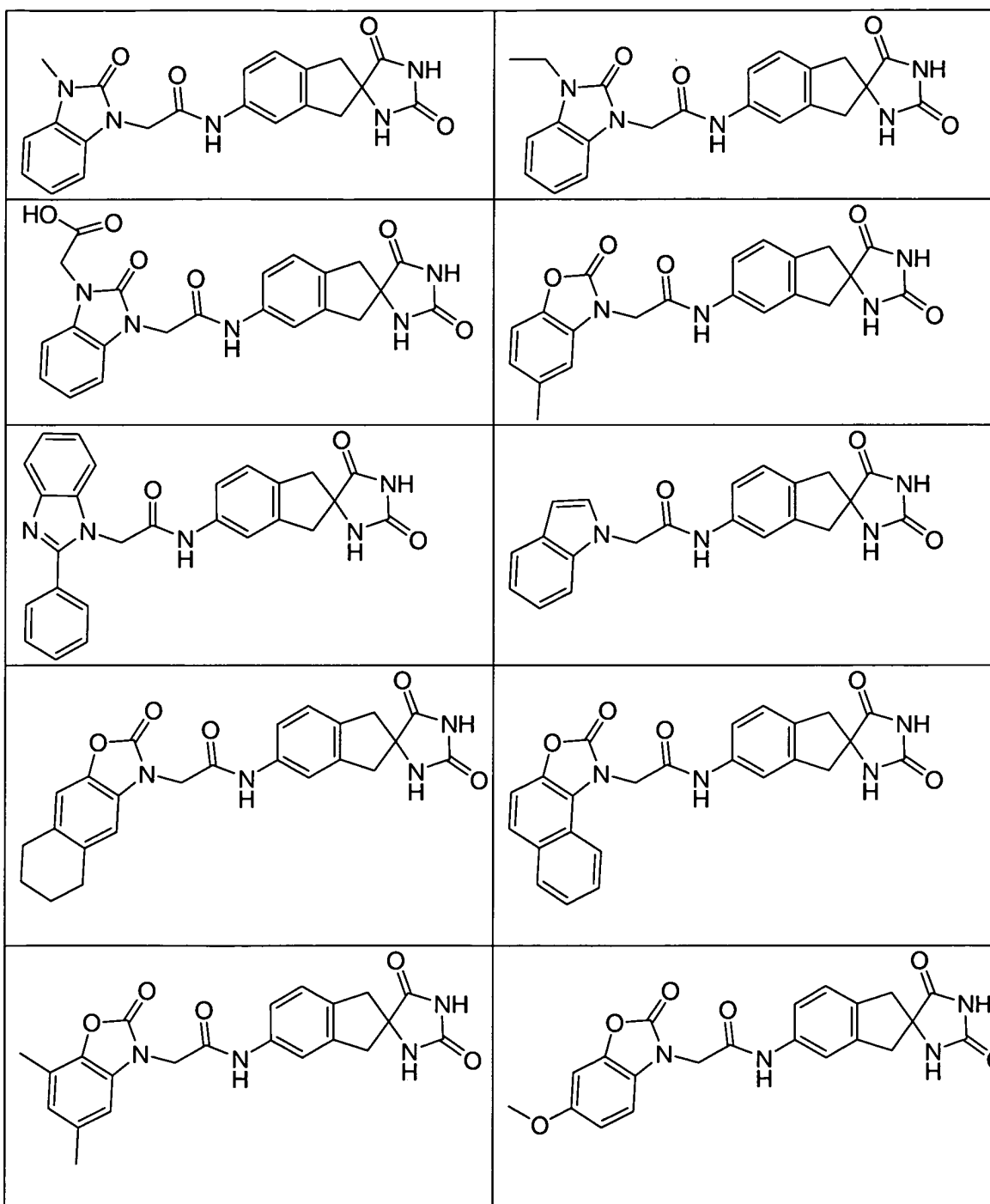
Claims 16-23 (cancelled).

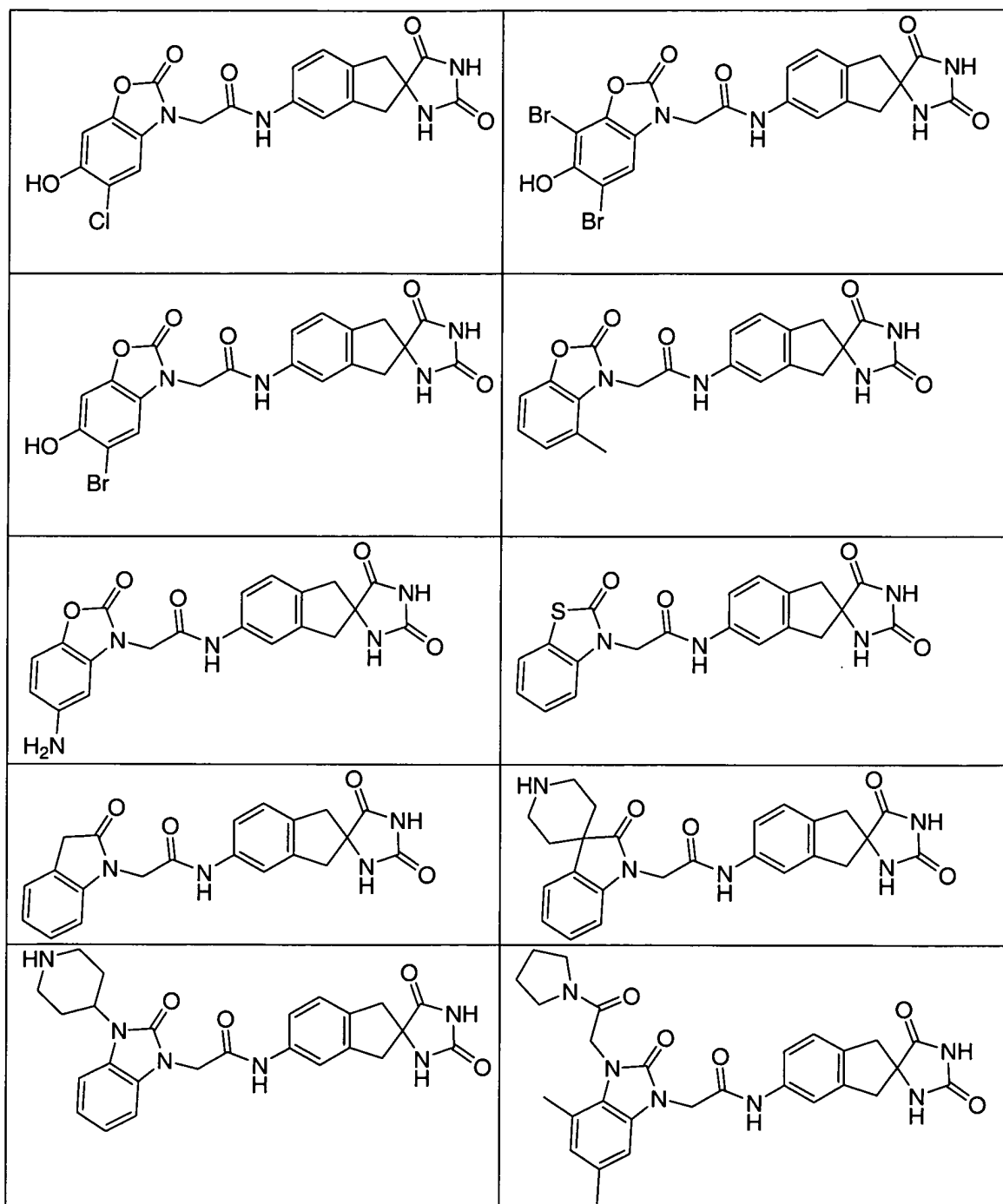
24. (currently amended) A compound selected from:

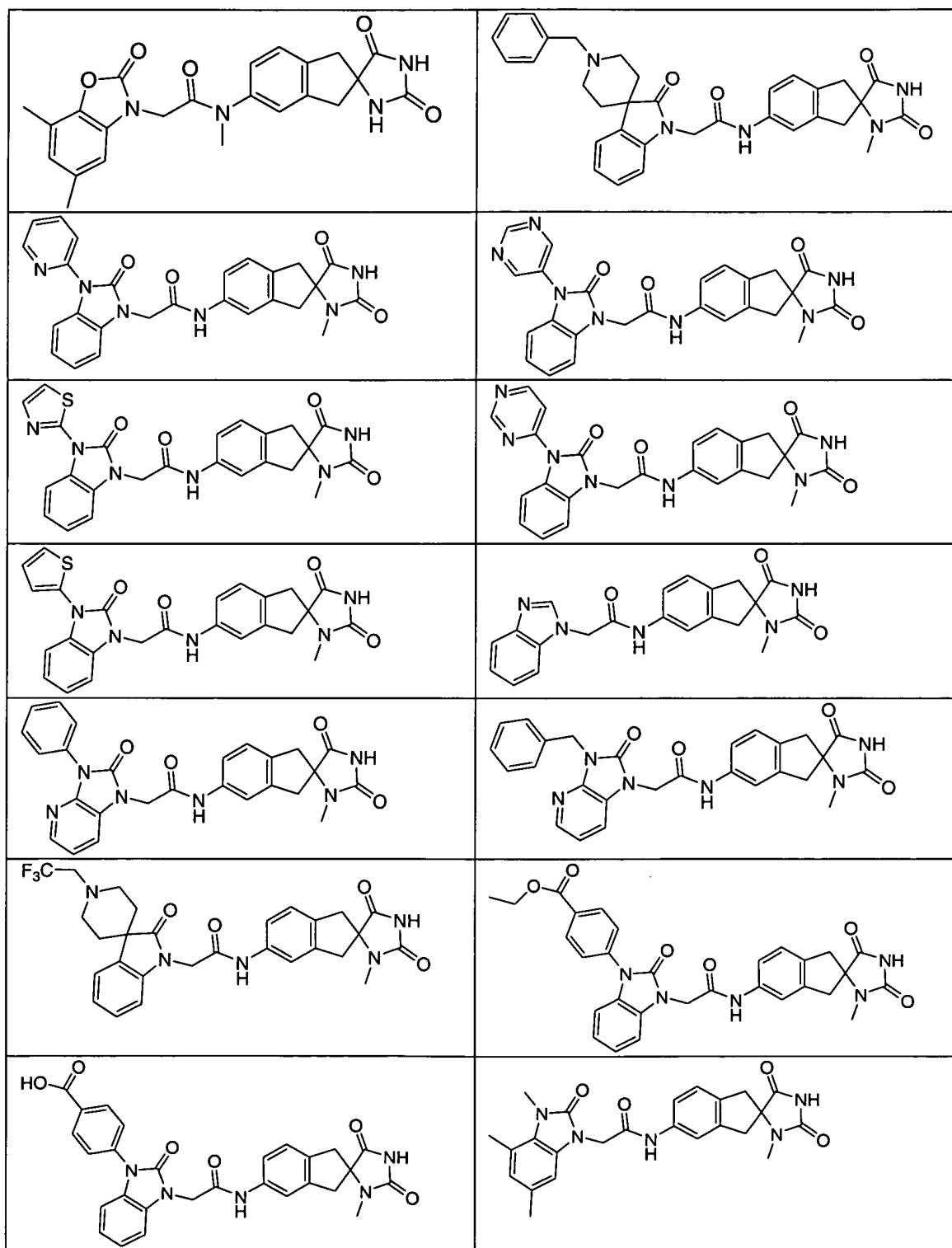


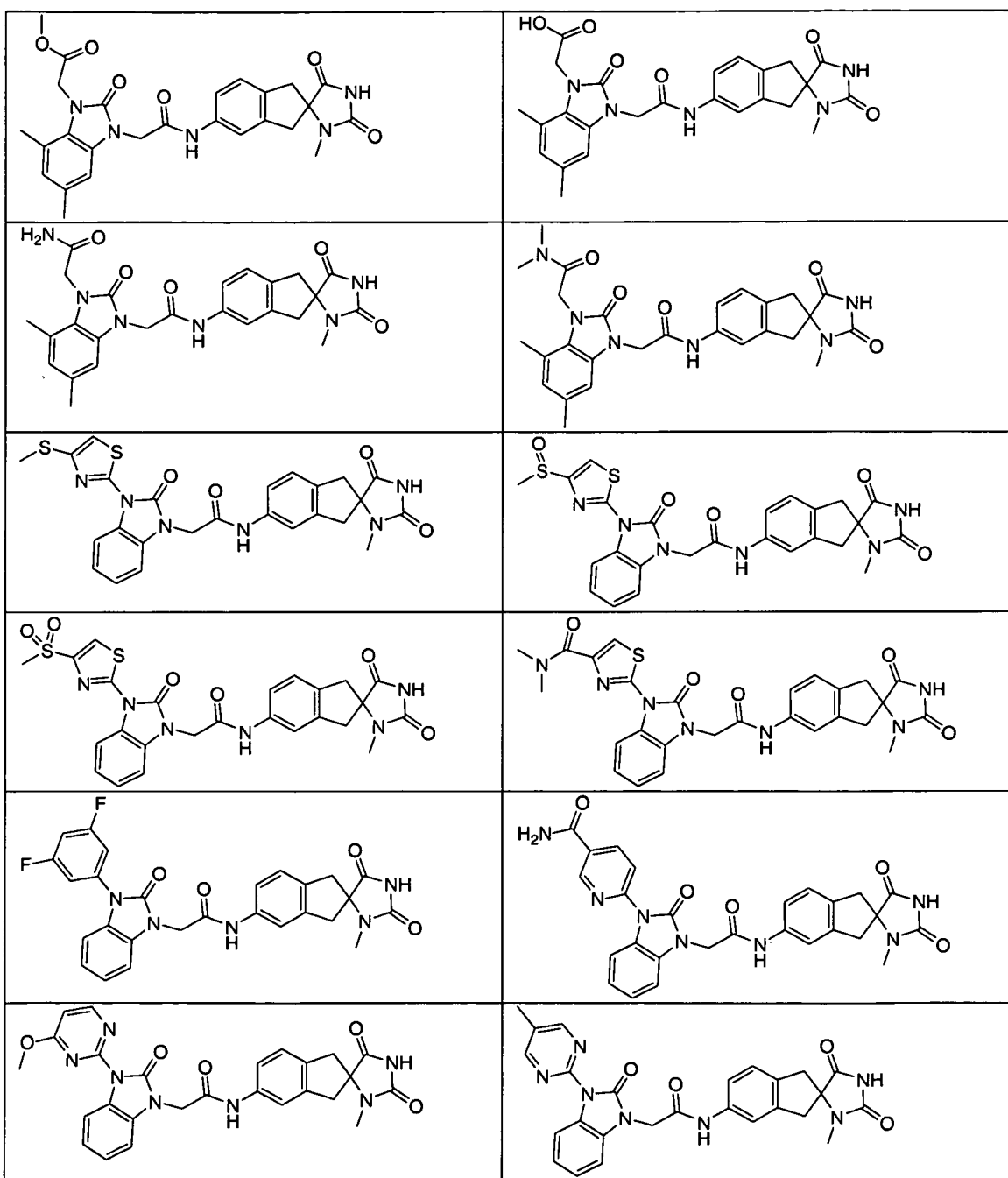


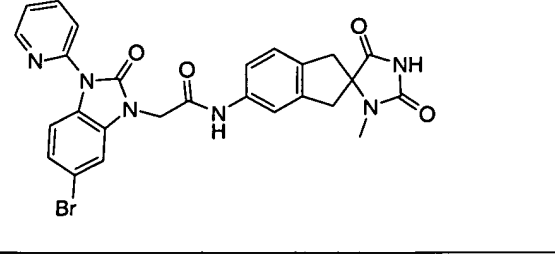
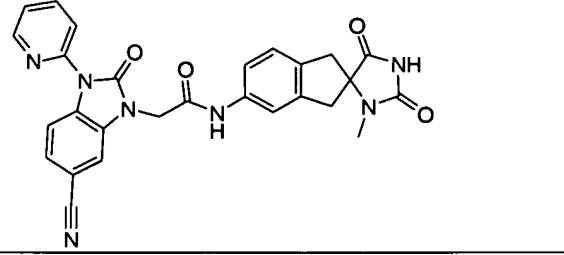
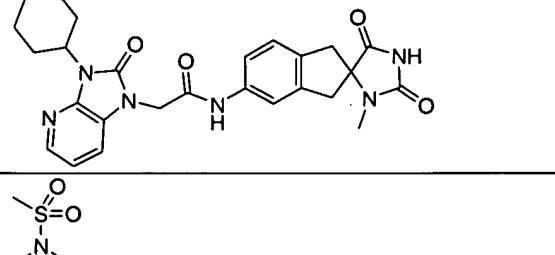
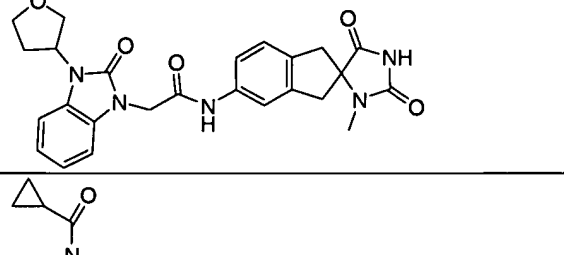
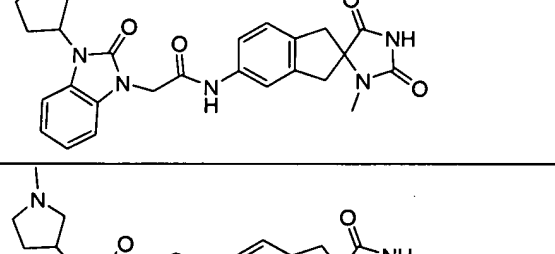
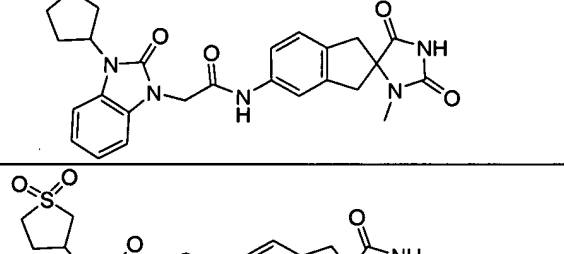
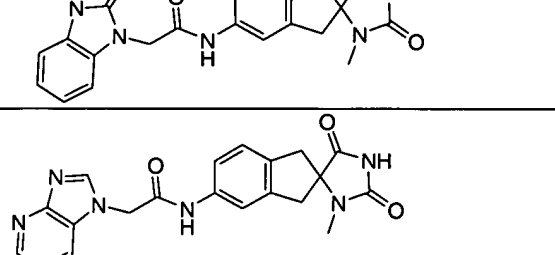
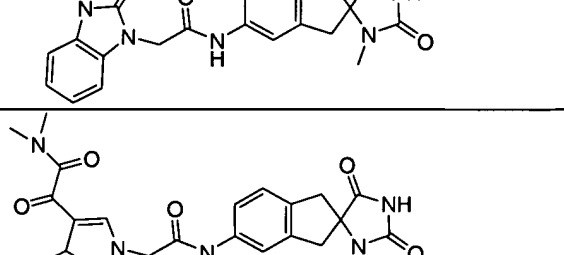
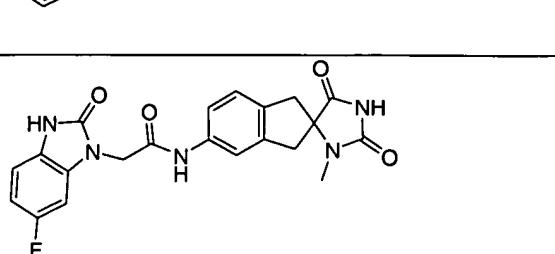
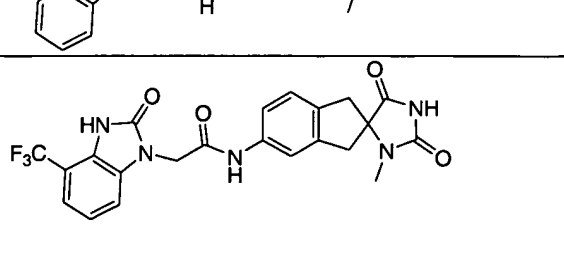

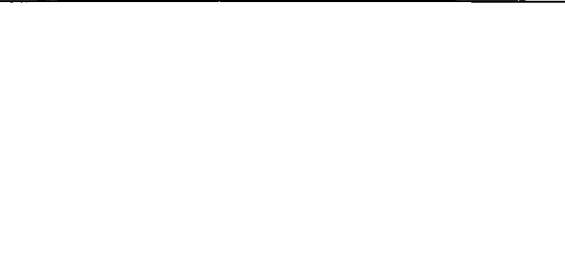


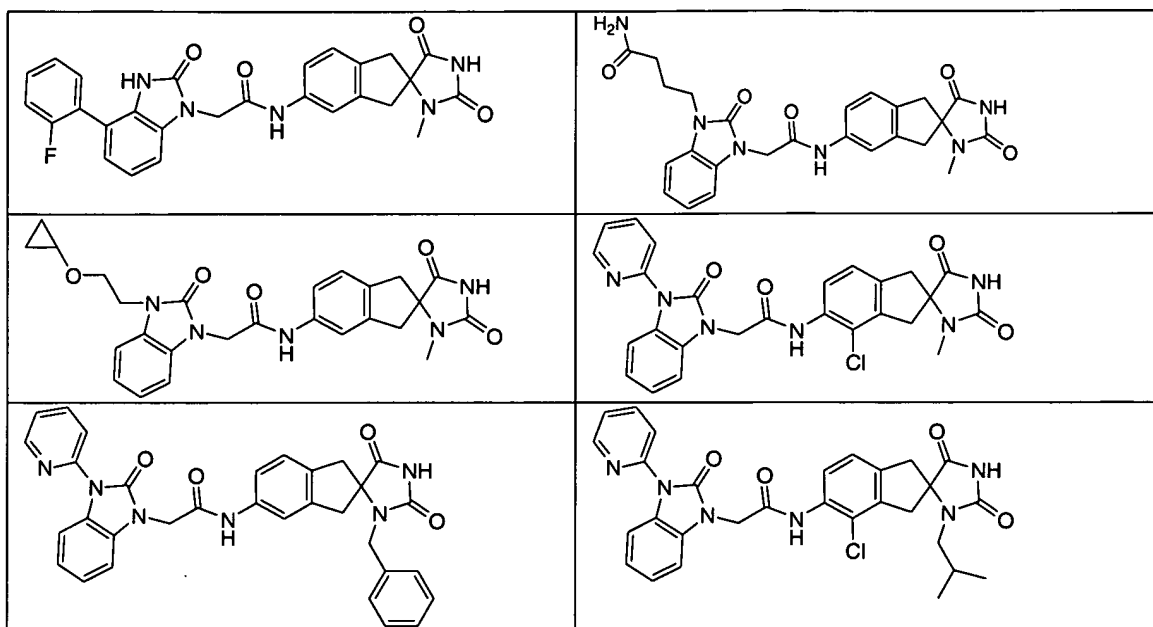










and pharmaceutically acceptable salts thereof and individual enantiomers and diastereomers thereof.

25. (new) A pharmaceutical composition which comprises an inert carrier and the compound of Claim 1.

26. (new) A method for antagonism of CGRP receptor activity in a mammal which comprises the administration of an effective amount of the compound of Claim 1.

27. (new) A method for treating, controlling, ameliorating or reducing the risk of headache, migraine or cluster headache in a mammalian patient in need of such which comprises administering to the patient a therapeutically effective amount of the compound of Claim 1.

28. (new) A method of treating or preventing migraine headaches, cluster headaches, and headaches, said method comprising the co-administration, to a person in need of such treatment, of:

a therapeutically effective amount of the compound of claim 1 or a pharmaceutically acceptable salt thereof, and

a therapeutically effective amount of a second agent selected from serotonin agonists, analgesics, anti-inflammatory agents, anti-hypertensives and anticonvulsants.